

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

February 23, 1999

IN RE: Petition for Approval of an Amendment)	
to the Resale Agreement Negotiated by BellSouth)	
Telecommunications, Inc. and Time Warner)	DOCKET NO. 98-00886
Connect Pursuant to Sections 251 and 252 of the)	
Telecommunications Act of 1996)	
)	

ORDER APPROVING AMENDMENT TO RESELL AGREEMENT

This matter came before the Tennessee Regulatory Authority (the "Authority") upon the Petition of BellSouth Telecommunications, Inc. for approval of an Amendment to the Resale Agreement (the "Amendment") negotiated by and between BellSouth Telecommunications, Inc. and Time Warner Connect. The Petition for approval of the Amendment came before the Authority pursuant to 47 U.S.C. §§ 251-252.

The Amendment was considered at a regularly scheduled Authority Conference held on February 2, 1999, in Nashville, Tennessee before Chairman Melvin J. Malone, Director H. Lynn Greer, Jr., and Director Sara Kyle. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 et seq. Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251-252, the Directors unanimously approved the Amendment and made the following findings and conclusions:

- 1) The Amendment is in the public interest as it provides consumers with alternative sources of telecommunications services within the BellSouth Telecommunications, Inc. service area;

2) The Amendment is not discriminatory to telecommunications service providers that are not parties thereto;


3) No other party has sought intervention in this docket;

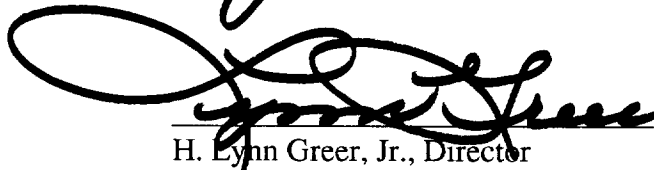
4) The approval of the Amendment is consistent with previous Authority decisions and orders; and

5) The Amendment and the Resale Agreement are reviewable by the Authority pursuant to 47 U.S.C. §§ 251-252 and Tenn. Code Ann. § 65-4-104 et seq.

IT IS THEREFORE ORDERED THAT:


The Amendment to the Resale Agreement negotiated by and between BellSouth Telecommunications, Inc. and Time Warner Connect is approved and is subject to the review of the Authority as provided herein.


Melvin J. Malone, Chairman


H. Lynn Greer, Jr., Director


Sara Kyle, Director

ATTEST:


K. David Waddell, Executive Secretary